

OTCQB Certification

I, Ola Soderquist, CFO of Bioxytran, Inc. ("the Company"), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):
☐ Company is registered under Section 12(g) of the Exchange Act
☐ Company is relying on Exchange Act Rule 12g3-2(b)
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
☒ Company is reporting under Section 15(d) of the Exchange Act.
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines
☐ Company is reporting under Regulation A (Tier 2)
☐ Other (describe) _____
- The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
- The Company Profile displayed on www.otcmarkets.com is current and complete as of 3/20/2020 and includes the total shares outstanding, authorized, and in the public float as of that date.
- Please provide the following share information as of the latest practicable date:

The data in this chart is as of:		<u>3/20/2020</u>
Shares Authorized	(A)	<u>300,000</u>
Total Shares Outstanding	(B)	<u>88,225,673</u>
Restricted Shares	(C)	<u>77,152,764</u>
Unrestricted Shares Held by Officers, Directors, 10% Holders & Affiliates	(D)	<u>0</u>
Public Float ¹ : <i>Subtract Lines C and D from Line B</i>	(E)	<u>11,072,909</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i>	(F)	<u>12.6%</u>
Number of Beneficial Shareholders of at least 100 shares	(G)	<u>352</u>

- The company is duly organized, validly existing and in good standing under the laws of Nevada in which the Company is organized or does business.
- Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

The Newman Law Firm PLLC, Robert Newman, 1872 Pleasantville Rd, Ste 177, Briarcliff Manor, NY 10510 – SEC Counsel
Cambridge Technology Law LLC, David Boundy, 686 Massachusetts Ave, Ste 201, Cambridge, MA 02139 – Patent Attorney

¹ Public Float shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home.

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third party provider listed below.

Resources Unlimited NW LLC, Mike Sheikh, 1905 S Audubon Ct., Spokane WA 99224
 Small Cap Solutions LLC, Robert E. Kreh ,303 JoppaCrossing Ct #1, Joppa, MD 21085
 Platinum Media Group, Guy Platt, 137 E 36thSt, #13B, NY, NY 10016
 Avise Analytics PL, Avi Surana, EC-191, Sector-1, Salt Lake, Kolkata-700089, INDIA
 Cormac Glynn, 14 East 28th St. Apt 711, New York, NY 10016
 NFC Consulting, Geoffrey Eiten, 105 Centre St., Dover, MA 02030
 CorporateAds LLC, Hank Zemla, 22800 Hall Rd. Ste 520, Clinton TWP, MI 48036
 GSS Capital Group, Max Podlovsky, 328 Newman Springs Rd., Red Bank, NJ 07707
 Aurora Capital LLC, Robert Gray, 354 Widow Gravits Rd., Bridgehampton, NY 11932
 Renmark Financial Communications Inc., Steve Hosein, 1050-3400 De Maisonneuve Blvd West, Montreal, QC H3Z 3B8, CANADA
 Stock Day Media, Sarah Minning, 10000 N 31st Ave., Ste C307, Phoenix, AZ 85051
 Family Office Network, Len Panzer, 135 West 41st St., 6th Fl, New York, NY 10036
 Carole Lynn Steiner, 220-55 46th Ave., Bayside, NY 11361
 Riverview Capital Ent., Jonathan Barkman, Bethlehem, PA

8. Convertible Debt

Use the chart and additional space below to list and describe all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
10/24/19	109,276	106,000	3,276	10/23/20	65% of lowest market price over the past 20 days	0	PowerUp Lending Group	Loan
10/23/19	120,000	120,000	0	10/22/22	65% of lowest market price over the past 20 days	0	Peak One Opportunity Fund	Loan
10/23/19	109,608	106,300	3.308	10/22/20	65% of lowest market price over the past 20 days	0	Tangiers Global	Loan
11/7/19	126,740	125,000	1,740	11/6/20	65% of lowest market price	0	GS Capital Partners	Loan

					over the past 20 days			
--	--	--	--	--	--------------------------	--	--	--

Use the space below to provide any additional details, including footnotes to the table above:

see additional notes in following document

9. Officers, Directors and Control Persons

The following is a complete list of Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.**

Name	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
David Platt	Newton, MA	43,027,274	48.9%
Ola Soderquist	Newton, MA	21,082,369	24.0%
Offer Binder	Tel Aviv, Israel	8,691,369	9.9%
Anders Utter	Stoneham, MA	27,100	0.0%
Dale Conaway	Lithonia, GA	8,000	0.0%
Alan Hoberman	Mechanicsville, PA	81,300	0.1%
Henry Esber	West Boylston, MA	3,000	0.0%

10. Certification

Date: 03/20/2020

Name of Certifying CEO or CFO: Ola Soderquist

Title: CFO

Signature: /s/ Ola Soderquist

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

8. Convertible Debt

Use the chart and additional space below to list and describe all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
11/15/19	126,630	125,000	1,630	11/14/20	65% of lowest market price over the past 20 days	0	FirstFire Global Opportunities Fund	Loan
12/30/19	55,486	54,600	886	12/29/20	65% of lowest market price over the past 20 days	0	PowerUp Lending Group	Loan
1/9/21	125,863	125,000	863	1/9/21	65% of lowest market price over the past 20 days	0	EMI Financial	Loan
2/17/20	56,898	56,600	298	2/17/21	65% of lowest market price over the past 20 days	0	PowerUp Lending Group	Loan

Use the space below to provide any additional details, including footnotes to the table above:

see further on next page

8. Convertible Debt

Use the chart and additional space below to list and describe all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
2/17/20	55,145	55,000	145	2/17/21	65% of lowest market price over the past 20 days	0	Crown Bridge Partners	Loan
10/24/18	0	250,000	0	10/24/19	65% of lowest market price over the past 20 days	125,000	Auctus Fund, LLC	Loan
2/25/19	0	250,000	0	2/25/20	65% of lowest market price over the past 20 days	450,000	Auctus Fund, LLC	Loan

Use the space below to provide any additional details, including footnotes to the table above: